

44. Applicant is a (an): (Choose the button next to applicable response.)

- ☐ Individual
- ☐ Unincorporated Association
- ☐ Partnership
- ☒ Corporation
- ☐ Governmental Entity
- ☐ Other (please specify)

45. Name of Person Signing
Charles Y. Tanabe

46. Title of Person Signing
Executive Vice President and General Counsel

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

- ☒ **CONSENT TO TRANSFER OF CONTROL** ☐ **CONSENT TO ASSIGNMENT OF LICENSE**
- ☐ **NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION** ☐ **NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION**

A1. Name of Licensee (as shown on FCC 312 – Main Form)

Name:	DIRECTV Enterprises, LLC	Phone Number:	310-364-6000
DBA Name:		Fax Number:	310-456-1089
Street:	200 N. Sepulveda Blvd. P.O. Box 956	E-Mail:	
City:	El Segundo	State:	CA
Country:	USA	Zipcode:	90245 -
Attention:	Larry D. Hunter		

A8. List Callsign(s) of station(s) being assigned or transfered

Callsign: S2640	Callsign: S2641	Callsign: S2133	Callsign: S2191	Callsign: S2689	Callsign: S2132	Callsign:	Callsign:

A9. No. of station(s) listed

6

A10. Name of Transferor/ Assignor

Name:	News Corporation	Phone Number:	212-852-7204
Company:		Fax Number:	
Street:	1211 Avenue of the Americas	E-Mail:	
City:	New York	State:	NY
Country:	USA	Zipcode:	10036 -8799
Attention:	Lawrence A. Jacobs	Relationship:	

A15. Name of Transferee/ Assignee

Name:	LIBERTY MEDIA CORPORATION	Phone Number:	720-875-5400
DBA Name:		Fax Number:	720-875-5382
Street:	12300 Liberty Blvd	E-Mail:	cyt@libertymedia.com
City:	Englewood	State:	CO
Country:	USA	Zipcode:	80112 -
Attention:	Charles Y. Tanabe		

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity?
 If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

☐ Yes
☒ No
☐ N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statement made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1)
 DIRECTV Enterprises, LLC

A24. Title (Office Held by Person Signing)
 Larry D. Hunter (EVP, Gen. Counsel, Secretary)

A26. Printed Name of License Transferor / Assignor
 (Must agree with A10)
 News Corporation

A28. Title (Office Held by Person Signing)
 Lawrence A. Jacobs (Senior EVP & Gen. Counsel)

A26. Printed Name of License Transferee / Assignee
 (Must agree with A15)
 Liberty Media Corporation

A28. Title (Office Held by Person Signing)
 Charles Y. Tanabe (EVP & Gen. Counsel)

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

EXHIBIT B

FCC Form 312: Response to Question 35

The parties have not requested any "waivers or exemptions from any of the Commission's Rules" in connection with the transfer of control of existing licenses. The parties, however, have requested that: (1) the Commission waive the application of its "cut-off" rules with respect to all pending applications filed by the DIRECTV Group, Inc. ("DTV") or its subsidiaries for additional space stations authorizations, to the extent that those applications have been the subject of an FCC cut-off notice prior to the closing date; and (2) that Commission grant of the transfer applications include authority for Liberty Media Corporation to acquire *de facto* control over: (a) all authorizations issued to DTV or any of its subsidiaries while the transaction is pending; (b) construction permits held by such companies that mature into licenses while the transaction is pending; and (c) applications that are filed after the date of this application and are pending at the time of consummation of the proposed transfer. See Discussion in Consolidated Application for Authority to Transfer Control.

EXHIBIT C

FCC Form 312: Response to Question 40

Dr. John C. Malone, Chairman of the Board of Liberty Media Corporation ("Liberty Media"), owns shares of Liberty Media common stock representing approximately 28.3 percent of Liberty Media's aggregate voting power and 4.5 percent of Liberty Media's outstanding equity. Dr. Malone is a United States citizen. Information regarding Liberty Media's Officers and Directors is set forth below:

Officers:

John C. Malone, Chairman of the Board
Gregory B. Maffei, President and Chief Executive Officer
Mark D. Carleton, Senior Vice President
William R. Fitzgerald, Senior Vice President
David J. A. Flowers, Senior Vice President and Treasurer
Albert E. Rosenthaler, Senior Vice President
Christopher W. Shean, Senior Vice President and Controller
Charles Y. Tanabe, Executive Vice President, Secretary & General Counsel

Board of Directors:

John C. Malone
Robert R. Bennett
Donne F. Fisher
Paul A. Gould
Gregory B. Maffei
David E. Rapley
M. LaVoy Robison
Larry E. Romrell

Liberty Media's Officers and Directors can be reached at the following address:

12300 Liberty Boulevard
Englewood, Colorado 80112

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Englewood, Colorado 80112

EXHIBIT F

FCC Form 312: Response to Question A21

For a complete description of the public interests benefits of the proposed transaction, please see the narrative description in the Consolidated Application for Authority to Transfer Control (*see* File No. SAT-T/C-20070129-00021).

EXHIBIT A

Description of Transaction

This is one of eight applications involved in the transfer of *de facto* control of the licenses held by DIRECTV Enterprises, LLC and affiliated entities from News Corporation to Liberty Media Corporation. A complete discussion of the transaction and all supporting information is included in the lead application (*see* File No. SAT-T/C-20070129-00021).

E010129 SES-T/C-20070129-00151
LIBERTY MEDIA CORPORATION

IB2007000277

FILED/ACCEPTED

JAN 29 2007

Federal Communications Commission
Office of the Secretary

Approved by OMB
3060-0678

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR
TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE
ONLY

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

News Corp to Liberty - T/C - SES Transmit/Receive

1-8. Legal Name of Applicant

Name: LIBERTY MEDIA
CORPORATION

Phone Number: 720-875-5400

**DBA
Name:**

Fax Number: 720-875-5382

Street: 12300 Liberty Blvd

E-Mail: cyt@libertymedia.com

City: Englewood

State: CO

Country: USA

Zipcode: 80112 -

Attention: Charles Y. Tanabe

9-16. Name of Contact Representative

Name:	Robert L. Hoegle, Esq.	Phone Number:	202-712-2816
Company:	Nelson Mullins Riley & Scarborough, LLP	Fax Number:	202-712-2836
Street:	101 Constitution Ave, NW Suite 900	E-Mail:	bob.hoegle@nelsonmullins.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20001-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- ☒ a1. Earth Station
- ☐ a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- ☐ b5. Assignment of License or Registration
- ☒ b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>					
<p>17d.</p> <table> <tr> <td>Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station</td> <td>Quantity 1 (First Station)</td> </tr> <tr> <td>Fee Classification B CFX – Fixed Satellite Transmit/Receive Earth Station</td> <td>Quantity 28 (Each Additional Station)</td> </tr> </table>		Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station	Quantity 1 (First Station)	Fee Classification B CFX – Fixed Satellite Transmit/Receive Earth Station	Quantity 28 (Each Additional Station)
Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station	Quantity 1 (First Station)				
Fee Classification B CFX – Fixed Satellite Transmit/Receive Earth Station	Quantity 28 (Each Additional Station)				
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station: Not Applicable</p>	<p>19. If this filing is an amendment to a pending application enter:</p> <table> <tr> <td>(a) Date pending application was filed: Not Applicable</td> <td>(b) File number of pending application: Not Applicable</td> </tr> </table>	(a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable		
(a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable				

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- ☒ a. Fixed Satellite
- ☐ b. Mobile Satellite
- ☐ c. Radiodetermination Satellite
- ☐ d. Earth Exploration Satellite
- ☐ e. Direct to Home Fixed Satellite
- ☐ f. Digital Audio Radio Service
- ☒ g. Other (please specify) Direct Broadcast Satellite

21. STATUS: Choose the button next to the applicable status. Choose only one.

- ☐ Common Carrier ☒ Non-Common Carrier

22. If earth station applicant, check all that apply.

- ☒ Using U.S. licensed satellites
- ☒ Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- ☐ Connected to a Public Switched Network ☐ Not connected to a Public Switched Network ☒ N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☒ a. C-Band (4/6 GHz) ☒ b. Ku-Band (12/14 GHz)
 - ☒ c. Other (Please specify upper and lower frequencies in MHz.)
- Frequency Lower: 12200 Frequency Upper: 30000

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- ☒ a. Fixed Earth Station
- ☐ b. Temporary-Fixed Earth Station
- ☐ c. 12/14 GHz VSAT Network
- ☐ d. Mobile Earth Station
- ☐ e. Geostationary Space Station
- ☐ f. Non-Geostationary Space Station
- ☐ g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- ☒ Transmit/Receive
- ☐ Transmit-Only
- ☐ Receive-Only
- ☐ N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

☐ Yes ☒ No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?

☐ Yes ☒ No

30. Is the applicant an alien or the representative of an alien?

☐ Yes ☐ No
☒ N/A

31. Is the applicant a corporation organized under the laws of any foreign government?

☐ Yes ☐ No
☒ N/A

32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

☐ Yes ☐ No
☒ N/A

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

☐ Yes ☐ No
☒ N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

☐ Yes ☒ No
Exhibit B

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

☐ Yes ☒ No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

☐ Yes ☒ No

<p>38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.</p>	<p>Exhibit C</p>
<p>41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>Exhibit D</p>

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?Canada

43. Description. (Summarize the nature of the application and the services to be provided).
(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

See Exhibit A.

Exhibit A

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

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- ☐ Unincorporated Association
- ☐ Partnership
- ☒ Corporation
- ☐ Governmental Entity
- ☐ Other (please specify)

45. Name of Person Signing
Charles Y. Tanabe

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Executive Vice President & General Counsel

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City:	El Segundo	State:	CA
Country:	USA	Zipcode:	90245 -
Attention:	Larry D. Hunter		

A8. List Callsign(s) of station(s) being assigned or transferred

Callsign: E980340	Callsign: E980338	Callsign: E050113	Callsign: E980285	Callsign: E050112	Callsign: E950349	Callsign: E030117	Callsign: E930485
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Callsign: E030105	Callsign: E930229	Callsign: E020172	Callsign: E930191	Callsign: E060299	Callsign: E930304	Callsign: E010130	Callsign: E010129
Callsign: E060236	Callsign: E060188	Callsign: E060187	Callsign: E060014	Callsign: E050286	Callsign: E050255	Callsign: E050230	Callsign: E050229
Callsign: E050122	Callsign: E050121	Callsign: E060298	Callsign: E990159	Callsign: E980473	Callsign:	Callsign:	Callsign:

A9. No. of station(s) listed
29

A10. Name of Transferor/ Assignor

Name:	News Corporation	Phone Number:	212-852-7204
Company:		Fax Number:	
Street:	1211 Avenue of the Americas	E-Mail:	
City:	New York	State:	NY
Country:	USA	Zipcode:	10036 -8799
Attention:	Lawrence A. Jacobs	Relationship:	

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Name:	LIBERTY MEDIA CORPORATION	Phone Number:	720-875-5400
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Street:	12300 Liberty Blvd	E-Mail:	cyt@libertymedia.com
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☐ Yes
☒ No
☐ N/A

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Lawrence A. Jacobs (Senior EVP, Gen. Counsel)

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(Must agree with A15)
Liberty Media Corporation

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Charles Y. Tanabe (EVP, Gen. Counsel)

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